#### AMERICAN WOODMARK CORP

Form 4

December 30, 2013

## UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

**OMB APPROVAL** 

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Check this box

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue.

30(h) of the Investment Company Act of 1940 See Instruction

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person \* **Dunston Steven Cary** 

2. Issuer Name and Ticker or Trading Symbol

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

5. Relationship of Reporting Person(s) to

Issuer

AMERICAN WOODMARK CORP

[AMWD]

(Check all applicable)

Exec. V.P. & C.O.O.

12/26/2013

(Middle)

3. Date of Earliest Transaction (Month/Day/Year)

X\_ Officer (give title \_ below)

10% Owner Other (specify

AMERICAN WOODMARK CORPORATION, 3102 SHAWNEE DRIVE

(Street)

(First)

(Last)

4. If Amendment, Date Original

6. Individual or Joint/Group Filing(Check

Applicable Line)

Director

Filed(Month/Day/Year)

\_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

Person

WINCHESTER, VA 22601

(City)	(State)	(Zip) Tab	le I - Non-	Derivativ	e Secu	rities Acqui	red, Disposed of,	or Beneficiall	y Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securi oror Dispo (Instr. 3,	sed of 4 and (A) or	` ′	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Common Stock	12/26/2013		M	5,000	A	\$ 34.625	37,407	D	
Common Stock	12/26/2013		S	5,000 (1)	D	\$ 39	32,407	D	
Common Stock	12/27/2013		M	4,826	A	\$ 34.625	37,233	D	
Common Stock	12/27/2013		S	4,826 (1)	D	\$ 39.1688	32,407	D	

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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474 (9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transactic Code (Instr. 8)	Securities		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amour or Number of Shares
Common Stock Options	\$ 34.625	12/26/2013		M		5,000	10/16/2007	10/16/2016	Right-to-buy	5,000
Common Stock Options	\$ 34.625	12/27/2013		M		4,826	10/16/2007	10/16/2016	Right-to-buy	4,820

# **Reporting Owners**

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Dunston Steven Cary AMERICAN WOODMARK CORPORATION 3102 SHAWNEE DRIVE WINCHESTER, VA 22601

Exec. V.P. & C.O.O.

## **Signatures**

Jan L. Symons, Attorney-In-Fact

\*\*Signature of Reporting Person Date

## **Explanation of Responses:**

- \* If the form is filed by more than one reporting person, see Instruction 4(b)(v).
- \*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) Sales on this form were affected pursuant to 10b5-1 Sales Plan adopted by the reporting person on September 3, 2013.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Reporting Owners 2

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